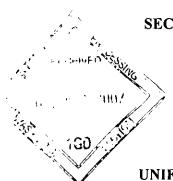
FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL

OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden

hours per form.....1

SEC USE ONLY							
Prefix	Serial						
DATE RECEIVED							

Name of Offering (check if this is an	amendment and name has cha	inged, and i	ndicate change.)	<u> </u>			
Sale of Series B Preferred Stock							
Filing Under (Check box(es) that apply):	☐ Rule 504		Rule 505	Rule 506 ■ Rule 506	☐ Section 4(6)	☐ ULOE	
Type of Filing:		× N	lew Filing		Amendment		
	A. BA	SIC IDEN	TIFICATION DA	TA			
1. Enter the information requested abo	ut the issuer						
Name of Issuer (check if this is an am	endment and name has chang	ed, and ind	icate change.)				
Aptana, Inc.							
Address of Executive Offices	(Number and	Street, City	, State, Zip Code)	Telephone Number (I	r IIII		
1450 Fashion Island Blvd., Stc. 500, Sa	n Mateo, CA 94404			(858) 535-0912	070	81205	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, St	ate, Zip Co	PROCE	Telephone Number (I	r.	01200	
Brief Description of Business Software company			OCT 2 9	2007			
Type of Business Organization			THOMS	ON F			
	☐ limited partnership, alre	ady formed	FINANC		other (please specify):		
☐ business trust	☐ limited partnership, to b	e formed	*	FINANCIAL			
Actual or Estimated Date of Incorporation	n or Organization:	<u>Mon</u> June	_	ear 005	Actual [7 Fasion and	
Jurisdiction of Incorporation or Organizat	tion: (Enter two-letter U.S	. Postal Serv	vice abbreviation fo		Actual L	3 Estimated	
,	CN for Canada; FN f				I	ÞΕ	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

<u> </u>			- · · · · · · · ·		
Check Box(es) that	☐ Promoter	Beneficial Owner	Executive Officer	E Director	☐ General and/or Managing Partner
Apply:					ivialiaging i artifet
	name first, if individual)				
Colton, Paul	,				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			<u></u>
c/o Aptana, Inc	., 1450 Fashion Island Blvd.,	Ste. 500, San Mateo, CA 944	04		
Check	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Box(es) that					Managing Partner
Apply:					
	name first, if individual)			,	
The Colton Far		Street City State 7in Code)	<u></u>		
	dence Address (Number and S	, Ste. 500, San Mateo, CA 944	ñ.4		
Check Boxes	Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or
that Apply:	☐ Promoter	Beneficial Owner	Li Executive Officer	□ Director	Managing Partner
	name first, if individual)				7.112-1811-8 1 111111
	d Caroline Nierenberg Trust	1			
	idence Address (Number and S				
	•	Ste. 500, San Mateo, CA 944	04		
Check Boxes	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
that Apply:				•	Managing Partner
Full Name (Last	name first, if individual)				
	nd related entities				
	idence Address (Number and S				
	Avenue, Palo Alto, CA 9430				
Check Boxes	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or
that Apply:			·		Managing Partner
	name first, if individual)				
Nierenberg, Nie	idence Address (Number and S	Stroot City State 7:- Code			
		street, City, State, Zip Code) , Ste. 500, San Mateo, CA 944	N4		
Check Boxes	Promoter	Beneficial Owner	☐ Executive Officer	▼ Director	☐ General and/or
that Apply:	- Fromoter	E Belieficial Owner	in Executive Officer	E Director	Managing Partner
	name first, if individual)				
Patterson, Arth					
	idence Address (Number and S	Street, City, State, Zip Code)			
	ers, 428 University Avenue,				
Check Boxes	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
that Apply:					Managing Partner
Full Name (Last	name first, if individual)				· · · · · · · · · · · · · · · · · · ·
				·	
Business or Res	idence Address (Number and S	Street, City, State, Zip Code)			
				 .	
Check	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Box(es) that Apply:					Managing Partner
	name first, if individual)		<u></u>	·	
. on . mile (Last	nome mat, a marridual,				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			······································
	,	, 2,, 1 =-9			

					В.	INFORMA	TION ABO	UT OFFEI	RING				
1.	Has the issue	r sold, or doe	s the issuer								Ү	'es No	<u>X</u>
2.	What is the m	ninimum inve	estment that	will be acce	pted from	any individu	ual?					\$ <u>N/A</u>	
3.	Does the offer	ring permit jo	oint owners!	nip of a sing	le unit?				,,,,,,		Y	res No	_ <u>X</u> _
4.	solicitation of registered wit	f purchasers th the SEC at	in connectind/or with a	on with sal	es of secu tes, list the	rities in the name of the	offering. I broker or d	f a person t	o be listed is	an associated	person or a	agent of a bi	roker or dealer
Non	broker or dealer, you may set forth the information for that broker or dealer only. None Full Name (Last name first, if individual)												
Full	Name (Last na	ame first, if it	ndividual)		 · · · · · · · · · · · · · · · · · · 								
Bus	iness or Reside	ence Address	(Number ar	nd Street, Ci	ty, State, 2	Zip Code)						 ·	 -
Nan	ne of Associate	ed Broker or l	Dealer				···-			- ·-	<u></u>		
Stat	es in Which Pe	erson Listed I	Has Solicite	d or Intends	to Solicit	Purchasers	·			<u></u>		_	· · ·
									***************************************	*****************		***************************************	All States
[AL													
IL	-	-		•		•	[ME]	[MD]	•	(MI)	-	[MS]	• •
		NEJ	[NV]	[NH]	[נא]	[NM]	[NY]	INCI	[ND]	[OH]	[OK]	[OR]	[PA]
· [RI]				INI	[TX]	IUTI	(VT)	[VA]	[VA]		įwij	įWYJ	[PR]
Full	Name (Last na	ame first, if i	ndividual)									<u> </u>	<u> </u>
Bus	iness or Reside	ence Address	(Number ar	nd Street, Ci	ty, State, 2	Zip Code)						·	-
Nan	ne of Associate	d Broker or l	Dealer	***						•		-	
Stat	es in Which Pe	rson Listed F	las Solicited	d or Intends	to Solicit	Purchasers							
(Che	eck "All States	" or check in	dividual Sta	ites)								***************************************	All States
JAL	J JA	AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
[IL]	[]	NJ	[[A]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
ΙMΊ	1) [NEI	[NV]	[NH]	INJ	[NM]	INYI	[NC]	[ND]	(OH)	[OK]	[OR]	[PA]
[RI]	2]	SC)	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	ĮVAJ	[WV]	[WI]	[WY]	[PR]
Full	Name (Last na	ame first, if it	ndividual)							·			
Bus	iness or Reside	ence Address	(Number ar	nd Street, Ci	ty, State, 2	Zip Code)	*						
Nan	Answer also in Appendix, Column 2, if filling under ULOE What is the minimum investment that will be accepted from any individual? Does the offering permit joint connectsity of a single unit? YesNoX. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuteration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broken or dealer registered with the SEC analyon with safe to attack the inner of the botter of dealer. If more than five (5) persons to be kind are associated persons of such a broken or dealer, you may set forth the information for that broken or dealer only. None In this person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual States). ALI IARI IARI IARI IARI IARI IARI IARI I												
State	es in Which Pe	rson Listed I	las Solicited	or Intends	to Solicit	Purchasers	·			· · · · · · · · · · · · · · · · · · ·			
								***************************************		********************			All States
AL	i · [/	4K]	[AZ]	[AR]	JCA	[CO]	[CT]	[DE]	[DC]	[FL]	[GAI	[HI]	
[IL]	[1]		[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	IMNI	[MS]	[MO]
IMT	aj l		INVI	INHI	[NJ]	INMI	[NY]	[NC]	[ND]	(OH)	jok)	[OR]	[PA]
IRII			ISDI	ITNI	(TY)	n i'ri	IVTI	177.4.1	(MA)	1307/1	133711	IWWI	IDD1

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the second securities of the second se	sold	Enter "0" if a urities offered fo	ınswer i r exchai	s "none" or "zero." If the age and already exchanged.
	Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	S			\$
	Equity		3,999,998,28		\$3,999,998.28
	☐ Common ☑ Preferred				
		•			•
	Convertible Securities (including warrants)				\$
	Partnership Interests				\$
	Other (Specify)	_			\$
	Total	\$_	3,999,998.28		\$ 3,999,998.28
_	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			Number		Aggregate
			Investors		Dollar Amount
					of Purchases
	Accredited Investors		7		\$ 3,999,998.28
	Non-accredited Investors		0		\$
	Total (for filings under Rule 504 only)				\$
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	•			
			Type of		Dollar Amount
			Security		Sold
	Type of Offering				
	Rule 505	_			\$
	Regulation A	_			\$
	Rule 504	_			\$
	Total	_			\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees				\$
	Printing and Engraving Costs				\$
	Legal Fees			X	\$15,000.00
	Accounting Fees				\$
	Engineering Fees.			0	\$
	Sales Commissions (specify finders' fees separately)			□	\$
	Other Expenses (Identify)			o o	\$
	Total			×	\$15,000.00

C. OFFERING PRICE, NUMBER	OF INVESTORS, EXPENSE	S AND USE OF PROCEEDS	
 Enter the difference between the aggregate offering price given in response to Part C - Question 4.a. This difference is the "adj 	in response to Part C - Questi justed gross proceeds to the iss	on 1 and total expenses furnished uer"	\$3,984,998.28
5. Indicate below the amount of the adjusted gross proceeds to the issilf the amount for any purpose is not known, furnish an estimate payments listed must equal the adjusted gross proceeds to the issuer	and check the box to the left	of the estimate. The total of the	Payment To
		Directors, & Affiliates	Others
Salaries and fees		<u> </u>	□ s
Purchase of real estate		<u> </u>	<u> </u>
Purchase, rental or leasing and installation of machinery and equipment			□ s
Construction or leasing of plant buildings and facilities			□ s
Acquisition of other businesses (including the value of securities involve in exchange for the assets or securities of another issuer pursuant to a me			□ s
Repayment of indebtedness			
Working capital			x <u>3,984,998.28</u>
Other (specify):		— Ds	□ s
Column Totals			
Total Payments Listed (column totals added)			3,984,998.28
	FEDERAL SIGNATURE		
The issuer had duly caused this notice to be signed by the undersigned dan undertaking by the issuer to furnish to the U.S. Securities and Exchanon-accredited investor pursuant to paragraph (b)(2) of Rule 502.			
an undertaking by the issuer to furnish to the U.S. Securities and Exchain			Date
an undertaking by the issuer to furnish to the U.S. Securities and Exchainon-accredited investor pursuant to paragraph (b)(2) of Rule 502.	nge Commission, upon written		n furnished by the issuer to an
an undertaking by the issuer to furnish to the U.S. Securities and Exchainon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type)	nge Commission, upon written	request of its staff, the information	Date
an undertaking by the issuer to furnish to the Ū.S. Securities and Exchanon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Aptana, Inc.	nge Commission, upon written	request of its staff, the information	Date
an undertaking by the issuer to furnish to the Ü.S. Securities and Exchainon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Aptana, Inc. Name of Signer (Print or Type)	Signature Signature Title of Signer (Print or	request of its staff, the information	Date
an undertaking by the issuer to furnish to the U.S. Securities and Exchain non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Aptana, Inc. Name of Signer (Print or Type)	Signature Signature Title of Signer (Print or	request of its staff, the information	Date
an undertaking by the issuer to furnish to the U.S. Securities and Exchain non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Aptana, Inc. Name of Signer (Print or Type)	Signature Signature Title of Signer (Print or	request of its staff, the information	Date
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an undertaking by the issuer to furnish to the U.S. Securities and Excharge non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Aptana, Inc. Name of Signer (Print or Type)	Signature Signature Title of Signer (Print or	request of its staff, the information	Date
an undertaking by the issuer to furnish to the U.S. Securities and Exchain non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Aptana, Inc. Name of Signer (Print or Type)	Signature Signature Title of Signer (Print or	request of its staff, the information	Date
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an undertaking by the issuer to furnish to the U.S. Securities and Exchain non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Aptana, Inc. Name of Signer (Print or Type)	Signature Signature Title of Signer (Print or	request of its staff, the information	Date
an undertaking by the issuer to furnish to the U.S. Securities and Exchain non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Aptana, Inc. Name of Signer (Print or Type)	Signature Signature Title of Signer (Print or	request of its staff, the information	Date
an undertaking by the issuer to furnish to the U.S. Securities and Exchain non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Aptana, Inc. Name of Signer (Print or Type)	Signature Signature Title of Signer (Print or	request of its staff, the information	Date
an undertaking by the issuer to furnish to the Ü.S. Securities and Excharnon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Aptana, Inc. Name of Signer (Print or Type)	Signature Signature Title of Signer (Print or	request of its staff, the information	Date
an undertaking by the issuer to furnish to the Ü.S. Securities and Excharnon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Aptana, Inc. Name of Signer (Print or Type)	Signature Signature Title of Signer (Print or	request of its staff, the information	Date
an undertaking by the issuer to furnish to the Ü.S. Securities and Exchainon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Aptana, Inc. Name of Signer (Print or Type)	Signature Signature Title of Signer (Print or	request of its staff, the information	Date

	E. STATE SIGN	ATURE							
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification	Yes	No 🗷						
	See Appendix, Column 5,	for state respor	se.						
2.	The undersigned issuer hereby undertakes to furnish to the state administrator of any state in which the notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.								
3.	The undersigned issuer hereby undertakes to furnish to any state administrators, upo	n written reque	est, information furnished by the issuer to	o offerees.					
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.								
	e issuer has read this notification and knows the contents to be true and has duly carson.	used this notic	e to be signed on its behalf by the und	lersigned duly	authorized				
İssı	uer (Print or Type) Signati	(عرب	, ,	Date					
Ap	otana, Inc.	auf	Cotton	10/01	107				
Naı	me (Print or Type) Title (F	Print or Type)							
Pau	ul Colton Presid	ent							
					f				

Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX										
1		2	3		4					
	to non- investo	nd to sell accredited ors in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and			Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL										
AK										
AZ										
AR										
CA		X	Series B Preferred Stock	7	\$3,999,998.28	0	0		Х	
co			- Stock						-	
СТ				<u>-</u>						
DE										
DC	. ,,								<u> </u>	
FL			-			 			1	
GA										
HI										
ΙD										
IL								 		
IN										
IA										
KS	-	-				 			 	
ΚΥ					<u> </u>					
LA										
ME			1		 	 				
MD				·	,		-			
MA			 			 	 	 	 	
MI	<u> </u>	 -			_				 	
MN	<u>-</u>		 	<u>-</u>	-	 	 	-	 	
MS		 - -		<u> </u>	 	<u> </u>	 		 	
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	 	L	<u> </u>		<u> </u>	L	L	L	<u></u>	

	_			APPENDIX	•				
1		2	3		4			:	5
	to non- investo	d to sell accredited rs in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and			Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E- Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT									
NE					,				i
NV									
NH									
NJ									
NM					1			-	
NY				· · · ·					
NC									
ND									
OH							ļ !		
OK									
OR									
PA									
Ri									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
wv			,						
WI									
WY									
PR									

